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RECORDATION NO. 16495-I FILED

FEB 18 '10

11-45 AM

SURFACE TRANSPORTATION BOARD

February 17, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Termination of Lease and Security Documents
Lease No. 31B

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Security Documents (No. 31B), dated as of February 18, 2010, between U.S. Bank National Association (successor to The Connecticut National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and The Bank of New York Mellon Trust Company, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent (the "*Agent*").

The enclosed document related to (a) the Conditional Sale Agreement, (b) the Agreement and Assignment, (c) the Lease of Railroad Equipment (No. 31B), and (d) the Assignment of Lease and Agreement between the Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 16495, 16495-A, 16495-B, and 16495-C, respectively. The CSA, the Agreement and Assignment and the Lease Assignment are referred to herein collectively as the "*Security Documents*." Please also note that the enclosed document relates to the Termination of Lease (Lease No. 31B), dated as of February 18, 2010, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

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The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association
Corporate Trust Services
225 Asylum Street - 23rd Floor
Hartford, CT 06103

Agent: The Bank of New York Mellon Trust Company, N.A.
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 260 railcars (including casualties) within the series TTAX 76001 - TTAX 76173, TTAX 78000 - TTAX 78049 and TTLX 60400 - TTLX 60599 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Security Documents (No. 31B).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

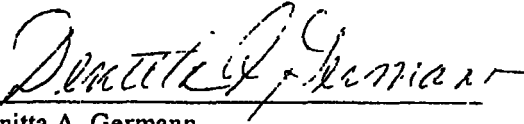
Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3724.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Denitta A. Germann

DAG/meg
Enclosures

**EXHIBIT A
RAILCARS**

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars - TTAX	TRINITY	76001	59
		76036 - 76038	
		76040 - 76058	
		76060 - 76066	
		76068 - 76072	
		76074	
		76140 - 76142	
		76150 - 76155	
		76157	
		76159 - 76162	
		76164 - 76170	
		76172 - 76173	
Five-unit all purpose articulated spine cars - TTAX	BETHLEHEM	78000 - 78041	48
		78043 - 78047	
		78049	
Five platform flatcar for trailers - TTLX	THRALL	60400	135
		60402	
		60409	
		60415	
		60455	
		60457 - 60475	
		60477 - 60486	
		60488 - 60543	
		60545 - 60552	
		60554 - 60561	
		60564 - 60565	
		60569 - 60571	
		60574 - 60590	
		60592 - 60597	
		60599	
TOTAL PURCHASED			<u><u>242</u></u>

CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>	
Five-unit all purpose articulated spine cars - TTAX	TRINITY	76039	8	
		76059		
		76067		
		76073		
		76156		
		76158		
		76163		
		76171		
Five platform flatcar for trailers - TTLX	THRALL	60456	10	
		60476		
		60487		
		60544		
		60553		
		60567		
		60572		
		60573		
		60591		
		60598		
TOTAL CASUALTIED			<u>18</u>	
TOTAL ALL RAILCARS			<u>260</u>	

FEB 18 '10

11-45 AM

SURFACE TRANSPORTATION BOARD

TERMINATION OF SECURITY DOCUMENTS
(STB)


THIS TERMINATION OF SECURITY DOCUMENTS is made and entered into as of February 18, 2010 by THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent ("Agent")

1 Reference is made to (a) the Conditional Sale Agreement (B) dated as of August 1, 1989 (as amended, modified or supplemented, the "CSA"), among U.S. Bank National Association (successor to The Connecticut National Bank) (the "Owner Trustee") and the Sellers (as such term is defined therein), (b) the Agreement and Assignment (B) dated as of August 1, 1989 (as amended, modified or supplemented, the "Agreement and Assignment"), among the Agent and the Sellers, (c) the Lease of Railroad Equipment (No 31B) dated as of August 1, 1989 (as amended, modified or supplemented, the "Lease") between TTX Company (formerly Trailer Train Company) and the Owner Trustee, and (d) the Assignment of Lease and Agreement (B) dated as of August 1, 1989 (as amended, modified or supplemented, the "Lease Assignment") between the Owner Trustee and the Agent, copies of which (or evidence thereof) were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on August 28, 1989 under Recordable Numbers 16495, 16495-A, 16495-B, and 16495-C, respectively. The CSA, the Agreement and Assignment and the Lease Assignment are referred to herein collectively as the "Security Documents."

2. The Security Documents are terminated effective as of the date hereof and the Agent hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the party hereto has caused this termination to be duly executed by its officer duly authorized as of the date and year first above written.

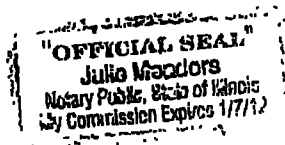
THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual capacity,
but solely as Agent

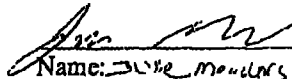
By: 
Name: J. Bartolini
Title: Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this, the 16th day of February, 2010, before me, a Notary Public in and for said County and State, personally appeared J. Bartolini, who being by me duly sworn, says that she is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on February 16, 2010 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Julie Macdors
Notary Public
My Commission Expires: 1-7-12
Residing in Illinois
(SEAL)

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